

Draft resolution of the Extraordinary General Meeting

of the Shareholders of the Société Anonyme

MYTILINEOS S.A.

(the "Company")

Of March 27th, 2020

General Commercial Register (GEMI) No.: 757001000

Sole Item: Approval of an Own Share Buyback Program in accordance with article 49 of Law 4548/2018 in order to reduce the share capital and cancel shares, or/and distribute shares to employees or/and members of the management of the Company or/and of associate company, in accordance with the applicable remuneration policy.

The chairman of the extraordinary general meeting referred to the proposal of the board of directors of the Company to the general meeting relating to the approval of an Own Share Buyback Program, in accordance with article 49 of Law 4548/2018, in order to reduce the share capital and cancel own shares that will be acquired by the Company, or/and distribute shares to employees or/and members of the management of the Company or/and of associate company, in accordance with the applicable remuneration policy. More specifically, it is proposed to approve the acquisition of own shares by the Company of up to 10% of the paid up share capital, i.e. a total of up to 14,289,116 (142,891,161 X 10%) shares (including own shares already owned by the Company at any time), at a price range between €0.97 (minimum price) and €20 (maximum price) per share, for a period of 24 months as of the date of this shareholders' extraordinary general meeting resolution. During execution of the own share buyback program, the Company's financial capability, her medium-term liquidity needs, and the applicable leverage ratios must be taken into account; furthermore, the applicable legal and regulatory framework must be respected.

The extraordinary general meeting, following a vote in conformity with the law, with ... valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with a majority of% of the shares represented approved by an absolute majority / unanimous vote, the Own Share Buyback Program as described above and authorized the board of directors to define in their judgement any other detail and to proceed to every necessary action for the implementation of this resolution, including the power to further delegate a part of or all of said responsibilities.